

**EXBHIIT "A"**

**Proposed Order**

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

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In re: : Chapter 11  
SEARS HOLDINGS CORPORATION, *et al.*, : Case No. 18-23538 (RDD)  
Debtors : (Jointly Administered)

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**ORDER GRANTING MOTION TO WITHDRAW AS CONSEL OF RECORD  
FOR PENNSEE, LLC PURSUANT TO LOCAL RULE 2090-1**

Upon consideration of the Motion (the "Motion") to Withdraw as Counsel for Pennsee, LLC, filed by Sirlin Lesser & Benson, P.C. pursuant to Rule 2090-1(e) of the Local Rules of the Bankruptcy Court for the Southern District of New York, and the Court having jurisdiction to consider the Motion and the relief requested therein, and it appearing that the relief requested by the Motion is necessary and in the best interests of the Debtors, their estates, and their creditors; and due notice of the Motion having been served; and after due deliberation and sufficient cause appearing therefore, IT IS ORDERED that:

1. The Motion shall be and is hereby granted.
2. This Court shall retain jurisdiction to hear and determine all matters arising from or related to the implementation and/or interpretation of this order.
3. No further or additional notice of the Motion is required.

Date: White Plains, New York  
\_\_\_\_\_, 2019

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THE HONORABLE ROBERT D. DRAIN  
UNITED STATES BANKRUPTCY JUDGE